

GENERAL AMERICAN TRANSPORTATION CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312/621-6581

GEORGE W. ROTHSCILD
Vice President, General Counsel
and Secretary

RECORDATION NO. 5887-C Filed & Recorded

DEC 5 1977-10 25 AM

INTERSTATE COMMERCE COMMISSION

Secretary of the Interstate
Commerce Commission
Washington, D.C.

DEC 5 1977
Date
Fee \$ 10.00

ICC Washington, D.C.

Re: General American Transportation Corporation Equipment Trust
Series 64

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of October 15, 1977, deleting a portion of the railroad cars covered by a Trust Agreement, together with our check for \$10.00 to cover the filing and recordation fees. Other railroad cars are substituted for the deleted cars.

Said Agreement was recorded in the office of the Secretary of the Interstate Commerce Commission on July 27, 1967, under Recordation No. 5887.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad tank cars of various DOT and AAR classes) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said Bill of Sale are:

Citibank, N.A.
111 Wall Street
New York, New York 10015



RECEIVED
DEC 5 10 41 AM '77
RECORDATION SEC.


GENERAL AMERICAN TRANSPORTATION CORPORATION

Page Two

General American Transportation Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
c/o Edward L. Overtree

I am an executive officer of General American Transportation Corporation having knowledge of the matters set forth herein.

Very truly yours,



George W. Rothschild
Vice President, General
Counsel and Secretary

GWR:mlv
Encl.

Interstate Commerce Commission
Washington, D.C. 20423

12/5/77

OFFICE OF THE SECRETARY

General American Transp. Co.
120 South Riverside Plaza
Chicago, Illinois 60606
c/o Edward L. Overtree

Dear

Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on

12/5/77

at

10:05am

and assigned recordation number(s)

5887-C

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

EXECUTED IN 6 COUNTERPARTS OF
WHICH THIS IS COUNTERPART No. 2

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 64

RECORDATION NO. 5837-C Filed & Recorded

DEC 5 1977-10 25 AM

INTERSTATE COMMERCE COMMISSION

RECEIVED
COMMERCIAL COMMISSION

NOV 25 1977

ADMINISTRATIVE SERVICES
FBI

SUPPLEMENTAL AGREEMENT DATED AS OF OCTOBER 15, 1977

TO EQUIPMENT TRUST AGREEMENT DATED AS OF AUGUST 1, 1967

BY AND BETWEEN

CITIBANK, N.A., TRUSTEE

AND

GATX CORPORATION

(Formerly known as General American Transportation Corporation)

Supplemental Agreement dated as of October 15,
1977 by and between Citibank, N.A.,
a national banking association, as Trustee, and GATX Corporation,
a New York corporation formerly known as General American
Transportation Corporation.

WHEREAS, the parties hereto entered into an Equipment
Trust Agreement dated as of August 1, 1967 (the "Agreement")
creating General American Transportation Corporation Equipment
Trust, Series 64, which Agreement was filed and recorded with
the Interstate Commerce Commission pursuant to Section 20c of
the Interstate Commerce Act on July 27, 1967,
Recordation No. 4451, and

WHEREAS, the parties hereto wish to amend Schedule A
to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A
to the Agreement is hereby amended by:

- (a) deleting therefrom the units of Trust Equipment
described in Schedule I attached hereto, and
- (b) substituting therefor the units of Equipment
described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused
these presents to be signed in their respective corporate

names and their respective corporate seals to be hereunto
affixed, duly attested, as of October 15, 1977.

CITIBANK, N.A., AS TRUSTEE

By: 

RALPH E. JOHNSON
Senior Trust Officer

ATTEST:

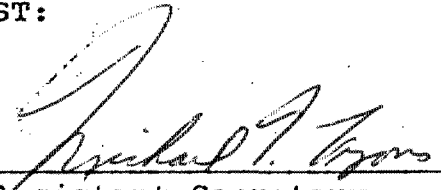

V. LOPEZ
TRUST OFFICER

GATX CORPORATION
(Formerly known as General American
Transportation Corporation)

By: 

C. E. Coyl
Senior Vice President

ATTEST:


Assistant Secretary

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 10TH day of October, NOVEMBER 1977, before me personally appeared RALPH E. JOHNSON, to me personally known, who, being by me duly sworn, says that he is a Senior Trust Officer of Citibank, N.A.

_____, that one of the seals affixed to the foregoing instrument is the corporate seal of said Association, that said instrument was signed and sealed on behalf of said Association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Association.

Alice W. Shaw

Notary Public
ALICE H. SHAW
 Notary Public, State of New York
 No. 24—4646218
 Qualified in Kings County
 Term Expires March 30, 1979

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this 24th day of October, 1977, before me personally appeared C. E. Coyl, to me personally known, who, being by me duly sworn, says that he is Senior Vice President of GATX CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marilyn L. Volz
Notary Public Marilyn L. Volz

My Commission Expires April 29, 1980

SCHEDULE I

TO SUPPLEMENTAL AGREEMENT DATED
AS OF OCTOBER 15, 1977 TO EQUIPMENT
TRUST AGREEMENT DATED AS OF
AUGUST 1, 1967 (SERIES 64)

(Trust Equipment to be deleted from Schedule A)

<u>QUALITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>
1 tank Car	ICC 111A60-W-1	4,000	GATX 4572
1 tank Car	ICC 111A60-W-1	4,000	GATX 4573
1 tank Car	ICC 111A60-W-1	4,000	GATX 5491
1 tank Car	ICC 111A60-W-1	4,000	GATX 5492
1 tank Car	ICC 103 -W	10,000	GATX 97522
1 tank Car	ICC 103 -W	10,000	GATX 97525
1 tank Car	ICC 111A60-W-1	10,000	GATX 81776
1 tank Car	ICC 111A60-W-1	10,000	GATX 81777
1 tank Car	ICC 111A100-W-2	12,500	GATX 8315
1 tank Car	ICC 111A100-W-2	12,500	GATX 98313
1 tank Car	ICC 111A100-W-2	12,500	GATX 98323
1 tank Car	ICC 111A100-W-1	20,000	GATX 50782
1 tank Car	ICC 111A100-W-1	20,000	GATX 98530
1 tank Car	ICC 111A100-W-1	20,000	GATX 98780
1 tank Car	ICC 111A100-W-1	20,000	GATX 98899
1 tank Car	ICC 111A100-W-1	20,000	GATX 98901
1 tank Car	ICC 111A100-W-1	20,000	GATX 98902
1 tank Car	ICC 111A100-W-1	20,000	GATX 98903
1 tank Car	ICC 111A100-W-1	20,000	GATX 99835
1 tank Car	ICC 111A100-W-1	20,000	GATX 99836
1 tank Car	ICC 111A100-W-1	20,000	GATX 99845
1 tank Car	ICC 111A100-W-1	20,000	GATX 99847
1 tank Car	ICC 111A100-W-1	22,000	GATX 98812
1 tank Car	ICC 111A100-W-1	22,000	GATX 98823
1 tank Car	ICC 111A100-W-1	22,000	GATX 98827

25 tank Cars

SCHEDULE II

TO SUPPLEMENTAL AGREEMENT DATED
AS OF OCTOBER 15, 1977 TO EQUIPMENT
TRUST AGREEMENT DATED AS OF
AUGUST 1, 1967 (SERIES 64)

(Trust Equipment to be added to Schedule A)

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>
1 tank Car	DOT 111A100-W-1	12,500	GATX 47099
1 tank Car	DOT 111A100-W-1	16,000	GATX 46080
1 tank Car	DOT 111A100-W-1	16,000	GATX 46081
1 tank Car	DOT 111A100-W-1	16,000	GATX 46082
1 tank Car	DOT 111A100-W-1	16,000	GATX 46083
1 tank Car	DOT 111A100-W-1	16,000	GATX 46084
1 tank Car	DOT 111A100-W-1	16,000	GATX 46085
1 tank Car	DOT 111A100-W-1	16,000	GATX 46086
1 tank Car	DOT 111A100-W-1	16,000	GATX 46087
1 tank Car	DOT 111A100-W-1	16,000	GATX 46088
1 tank Car	DOT 111A100-W-1	16,000	GATX 46089
1 tank Car	DOT 111A100-W-1	16,000	GATX 46090
1 tank Car	DOT 111A160-W-1	20,000	GATX 47234
1 tank Car	DOT 111A100-W-1	26,000	GATX 15105
1 tank Car	DOT 111A60-W-1	20,000	GATX 47238
15 tank Cars			